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OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. 21841  
DEC 8 '98 4-25 PM  
FILED

December 8, 1998

RECORDATION NO. 21841-A  
DEC 8 '98 4-25 PM  
FILED

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease Agreement, dated as of December 4, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and three (3) copies of a Memorandum of Assignment Agreement, a secondary document related thereto.

The names and addresses of the parties to the enclosed documents are:

Lessor/  
Assignee: The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas  
New York, New York 20036

Lessee/  
Assignor: JAIX Leasing Company  
980 North Michigan Avenue  
Chicago, Illinois 60611

A description of the railroad equipment covered by the enclosed documents is:

240 railcars bearing reporting marks and road numbers  
JAIX 98591 through JAIX 98830

The subleases which are the subject of the Assignment Agreement were previously filed with the Board under Recordation Numbers 21511 and 21512.

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
DEC 8 4 25 PM '98

Primary

Counterparts

Mr. Vernon A. Williams  
December 8, 1998  
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Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

DEC 8 '98

4-25 PM

## MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement is made and entered into as of December 4, 1998, by and between The CIT Group/Equipment Financing, Inc. ("Lessor") and JAIX Leasing Company ("Lessee"), respecting that certain Railcar Equipment Lease dated as of June 10, 1997 (the "Lease") and Schedule 4 thereto dated December 4, 1998 ("Schedule 4") between Lessor and Lessee.

Pursuant to the provisions of the Lease and Schedule 4, Lessor and Lessee hereby acknowledge and affirm that:

1. For good and valuable consideration, Lessor is leasing to Lessee and Lessee is leasing from Lessor two hundred forty (240) aluminum AutoFlood coal cars marked JAIX 98591 through JAIX 98830, both inclusive (the "Railcars").

2. The term of the Lease for any Railcar under Schedule 4 shall commence on December 4, 1998 and shall terminate no later than December 3, 1999, provided that the Lease may be sooner terminated as provided therein.

3. Lessor and Lessee further acknowledge and affirm that this Memorandum of Lease Agreement is not a summary of the provisions of the Lease or Schedule 4. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Lease Agreement and the provisions of the Lease or Schedule 4, the provisions of the Lease or Schedule 4, as the case may be, shall control.

4. This Memorandum of Lease Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Lease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first written.

THE CIT GROUP/EQUIPMENT FINANCING,  
INC.

By: Nancy A. Nardella  
Name: NANCY A. NARDELLA  
Title: Vice President

JAIX LEASING COMPANY

By: Edward J. Cusack  
Name: Edward J. Cusack  
Title: PRESIDENT

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK )

SS:

On this 4<sup>th</sup> day of December 1998, before me personally appeared Nancy Farkner, to me personally known, who being by me duly sworn, says that s/he is a Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara Garner

Notary Public

BARBARA GARNER  
Notary Public, State of New York  
No. 01GA5065133  
Qualified in Nassau County  
Affidavit Filed in New York County  
My Commission Expires Sept. 3, 1999 2000

[NOTARIAL SEAL]

My Commission Expires: \_\_\_\_\_

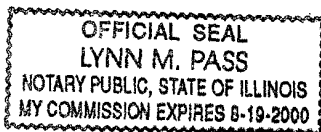
STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

SS:

On this 25<sup>th</sup> day of November 1998 before me personally appeared Edward J. Elchala, to me personally known, who being duly sworn, says that s/he is a President of JAIX LEASING COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynn M. Pass

Notary Public



[NOTARIAL SEAL]

My Commission Expires: 8-19-2000